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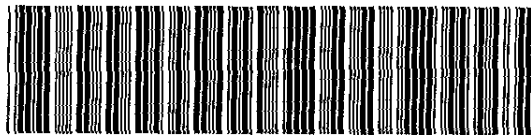
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TALLAHASSEE, FLORIDA

**WILLIAM M. LAUBACH
ATTORNEY AT LAW**

February 3, 2003

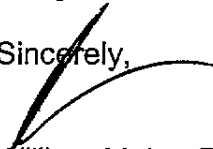
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Incorporation of ST. ALBAN'S EPISCOPAL DAY SCHOOL,
INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a
check for:

Filing Fee, Certified Copy & Certificate

Sincerely,


William M. LauBach, Esquire.
14450 46th Street N.
Suite 115
Clearwater, FL 33762
727-532-1722

ARTICLES OF INCORPORATION OF ST. ALBAN'S EPISCOPAL DAY SCHOOL, INC

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Section 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is ST. ALBAN'S EPISCOPAL DAY SCHOOL, INC.
330 85th Avenue St. Pete Beach, FL 33706

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

This corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- (a) The purpose of the Corporation shall be to promote the moral and spiritual values of the Christian tradition as professed by the doctrines of the Protestant Episcopal Church in the United States of America.
- (b) The specific and primary purpose for which this corporation is formed is to operate a day school for the advancement of educational and religious purposes.
- (c) The general purposes for which this corporation is formed are to operate exclusively for charitable, religious and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.
- (d) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members and their liability for dues and assessments and the method of collecting dues and assessments shall be regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 14450 46TH Street

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North, Suite 115, Clearwater, FL 33762, County of Pinellas, State of Florida. The name of its initial registered agent at that address is William M. LauBach, Esquire.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors, except as may be limited hereafter. The number of directors of the corporation shall be no less than three (3); provided, however, that the number of directors may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of three (3) years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the first business day following the end of the calendar year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors are:

Rev. James Lynn McDowell	330 85 th Avenue, St. Pete Beach, FL 33706
Larry Mitchum	330 85 th Avenue, St. Pete Beach, FL 33706
Beth Gordon	330 85 th Avenue, St. Pete Beach, FL 33706
Carol Conrad	330 85 th Avenue, St. Pete Beach, FL 33706
Joan Shory	330 85 th Avenue, St. Pete Beach, FL 33706
Sue Mriscin	330 85 th Avenue, St. Pete Beach, FL 33706
William M. LauBach	330 85 th Avenue St. Pete Beach, FL 33706

ARTICLE VII

The name and address of the incorporator is:

William M. LauBach, Esq. 14450 46th Street North, Suite 115, Clearwater,
Florida, 33762

ARTICLE VIII

The board of directors shall elect the following officers: President, subject to the approval of the Bishop. Senior Vice-President, Executive Vice-President, Treasurer, Assistant Treasurer and Secretary, and any other officers, which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Ms. Joan Short	330 85 th Avenue, St. Pete Beach, FL 33706 President
Larry Mitchum	330 85 th Avenue, St. Pete Beach, FL 33706 Senior Vice President
Ms. Carol Conrad	330 85 th Avenue, St. Pete Beach, FL 33706 Treasurer
Ms. Sue Mriscin	330 85 th Avenue, St. Pete Beach, FL 33706 Executive Vice President
Ms. Millie Stafford	330 85 th Avenue, St. Pete Beach, FL 33706 Consultant
William M. LauBach, Esquire	14450 46 th Street N. Suite 115, Clearwater, FL 33762 Secretary

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no

part of the net income or assets of this corporation shall inure to the benefit of any director, officer or member, or to the benefit of any private individual.

ARTICLE XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation, and subject to the limitations as hereinafter provided.


ARTICLE XIII

Any amendment of this charter shall be subject to the approval of the Bishop and the Diocesan Council.

ARTICLE XIV

No real property, the title to which is held or for the use of the Corporation, shall be encumbered, sold, alienated, transferred or conveyed without the prior consent and approval of the Bishop and the Diocesan Council. No approval given hereunder shall imply any authority on the part of the Corporation to incur any liability of any kind against the Diocese.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on the 3 day of ~~Feb~~ 2003.


WILLIAM M. LAUBACH, ESQ.
14450 46th Street North, Suite 115
Clearwater, Florida 33762
[Tel] - 727 - 532-1722
[Fax] - 727 - 530-4816
FBN: 005398

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 3 day of July 2003 by William M. LauBach, who is personally known to me.


NOTARY PUBLIC



Dianna P. Sanford
MY COMMISSION # CC900398 EXPIRES
January 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Section 617.0501, Florida Statutes, ST, ALBAN'S EPISCOPAL DAY SCHOOL, INC. desiring to organize under the laws of the State of Florida, has designated William M. LauBach, whose address is 14450 46th Street North, Suite 115, Clearwater, Florida 33762, as its agent to accept service of process within the State of Florida.

Having been named as registered agent to accept service of process for the above stated corporation as the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


WILLIAM M. LAUBACH

February 3, 2008
DATE

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TALLAHASSEE, FLORIDA